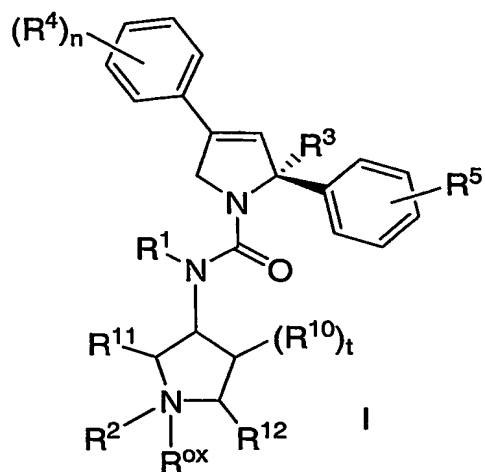


WHAT IS CLAIMED IS:

1. A compound of Formula I:



- 5 or a pharmaceutically acceptable salt or stereoisomer thereof,
wherein:

a is 0 or 1;

b is 0 or 1;

10 m is 0, 1, or 2;

n is 0, 1, 2 or 3;

r is 0 or 1;

s is 0 or 1;

t is 0, 1 or 2;

15 R^1 and R^2 are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl,
optionally substituted with one, two or three substituents selected from R^7 ;

R^3 is selected from:

- 20 1) hydrogen;
2) C₁-C₁₀ alkyl;
3) C₁-C₁₀ alkyl-O-R^d,
4) C₂-C₁₀ alkenyl-O-R^d,
5) C₂-C₁₀ alkynyl-O-R^d,
25 6) (C₁-C₆-alkylene)_nC₃-C₈ cycloalkyl-O-R^d,

- 7) C_1-C_{10} alkyl- $(C=O)_b-NR^cR^c$ ',
- 8) C_2-C_{10} alkenyl- $(C=O)_b-NR^cR^c$ ',
- 9) C_2-C_{10} alkynyl- $(C=O)_b-NR^cR^c$ ',
- 10) $(C_1-C_6\text{-alkylene})_nC_3-C_8$ cycloalkyl- $(C=O)_b-NR^cR^c$ ',
- 5 11) C_1-C_{10} alkyl- $S(O)_m-R^d$,
- 12) C_2-C_{10} alkenyl- $S(O)_m-R^d$,
- 13) C_2-C_{10} alkynyl- $S(O)_m-R^d$,
- 14) $(C_1-C_6\text{-alkylene})_nC_3-C_8$ cycloalkyl- $S(O)_m-R^d$,

said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents
 10 selected from R^6 ;

R^4 is independently selected from:

- 1) $(C=O)_aO_bC_1-C_{10}$ alkyl,
- 2) $(C=O)_aO_b$ aryl,
- 15 3) CO_2H ,
- 4) halo,
- 5) CN ,
- 6) OH ,
- 7) $O_bC_1-C_6$ perfluoroalkyl,
- 20 8) $O_a(C=O)_bNR^8R^9$,
- 9) $S(O)_mR^a$,
- 10) $S(O)_2NR^8R^9$,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or
 three substituents selected from R^7 ;

R^5 is selected from:

- 1) hydrogen;
- 2) $(C=O)_aO_bC_1-C_{10}$ alkyl,
- 3) $(C=O)_aO_b$ aryl,
- 30 4) CO_2H ,
- 5) halo,
- 6) CN ,
- 7) OH ,
- 8) $O_bC_1-C_6$ perfluoroalkyl,
- 35 9) $O_a(C=O)_bNR^8R^9$,

- 10) $S(O)_m R^a$,
 11) $S(O)_2 NR^8 R^9$,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7 ;

5

R^6 is independently selected from:

- 1) $(C=O)_a O_b C_1-C_{10}$ alkyl,
 2) $(C=O)_a O_b$ aryl,
 3) C_2-C_{10} alkenyl,
 10 4) C_2-C_{10} alkynyl,
 5) $(C=O)_a O_b$ heterocyclyl,
 6) CO_2H ,
 7) halo,
 8) CN ,
 15 9) OH ,
 10) $O_b C_1-C_6$ perfluoroalkyl,
 11) $O_a (C=O)_b NR^8 R^9$,
 12) $S(O)_m R^a$,
 13) $S(O)_2 NR^8 R^9$,
 20 14) oxo,
 15) CHO ,
 16) $(N=O)R^8 R^9$, or
 17) $(C=O)_a O_b C_3-C_8$ cycloalkyl,

25 said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7 ;

R^7 is selected from:

- 1) $(C=O)_r O_s (C_1-C_{10})$ alkyl,
 2) $O_r (C_1-C_3)$ perfluoroalkyl,
 30 3) oxo,
 4) OH ,
 5) halo,
 6) CN ,
 7) (C_2-C_{10}) alkenyl,
 35 8) (C_2-C_{10}) alkynyl,

- 9) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_3\text{-C}_6)\text{cycloalkyl}$,
- 10) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-aryl}$,
- 11) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-heterocyclyl}$,
- 12) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-N(R}^b)_2$,
- 5 13) C(O)R^a ,
- 14) $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{R}^a$,
- 15) C(O)H ,
- 16) $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{H}$, and
- 17) $\text{C(O)N(R}^b)_2$,
- 10 18) $\text{S(O)}_m\text{R}^a$, and
- 19) $\text{S(O)}_2\text{N(R}^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH, $(\text{C}_1\text{-C}_6)\text{alkoxy}$, halogen, CO_2H , CN, $\text{O(C=O)C}_1\text{-C}_6$ alkyl, oxo, NO_2 and $\text{N(R}^b)_2$;

R^8 and R^9 are independently selected from:

- 1) H,
- 2) $(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}$ alkyl,
- 3) $(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8$ cycloalkyl,
- 20 4) $(\text{C}=\text{O})\text{O}_b\text{aryl}$,
- 5) $(\text{C}=\text{O})\text{O}_b\text{heterocyclyl}$,
- 6) $\text{C}_1\text{-C}_{10}$ alkyl,
- 7) aryl,
- 8) $\text{C}_2\text{-C}_{10}$ alkenyl,
- 25 9) $\text{C}_2\text{-C}_{10}$ alkynyl,
- 10) heterocyclyl,
- 11) $\text{C}_3\text{-C}_8$ cycloalkyl,
- 12) SO_2R^a , and
- 13) $(\text{C}=\text{O})\text{NR}^b_2$,

30 said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7 , or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle
 35 optionally substituted with one, two or three substituents selected from R^7 ;

R¹⁰ is selected from: F and -CH₂F;

R¹¹ and R¹² are independently selected from: H and -CH₂F;

5

R^{ox} is absent or is oxo;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

10

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NReRe' or S(O)₂R^a, optionally substituted with one, two or three substituents selected from R⁷;

15 R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NReRe', S(O)₂R^a and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or

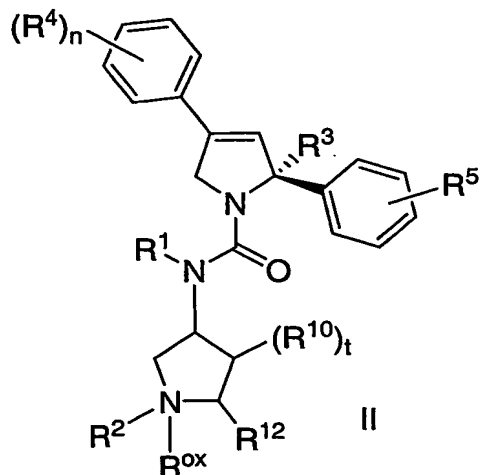
20 R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

25 R^d is selected from: H, (C₁-C₆)alkyl, -(C₂-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷;

30 R^e and R^{e'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷; or

35 R^e and R^{e'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷.

2. The compound according to Claim 1 of Formula II:



or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;

b is 0 or 1;

10 m is 0, 1, or 2;

n is 0, 1, 2 or 3;

r is 0 or 1;

s is 0 or 1;

t is 0 or 1;

15 R¹ and R² are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷;

R³ is selected from:

- 20
- 1) hydrogen;
 - 2) C₁-C₁₀ alkyl;
 - 3) C₁-C₁₀ alkyl-O-R^d,
 - 4) C₂-C₁₀ alkenyl-O-R^d,
 - 5) C₂-C₁₀ alkynyl-O-R^d,

- 6) $(\text{C}_1\text{-C}_6\text{-alkylene})_n\text{C}_3\text{-C}_8\text{ cycloalkyl-O-R}^d$,
- 7) $\text{C}_1\text{-C}_{10}\text{ alkyl-(C=O)}_b\text{-NR}^c\text{R}^c$,
- 8) $\text{C}_2\text{-C}_{10}\text{ alkenyl-(C=O)}_b\text{NR}^c\text{R}^c$,
- 9) $\text{C}_2\text{-C}_{10}\text{ alkynyl-(C=O)}_b\text{NR}^c\text{R}^c$,
- 5 10) $(\text{C}_1\text{-C}_6\text{-alkylene})_n\text{C}_3\text{-C}_8\text{ cycloalkyl-(C=O)}_b\text{NR}^c\text{R}^c$,
- 11) $\text{C}_1\text{-C}_{10}\text{ alkyl-S(O)}_m\text{-R}^d$,
- 12) $\text{C}_2\text{-C}_{10}\text{ alkenyl-S(O)}_m\text{-R}^d$,
- 13) $\text{C}_2\text{-C}_{10}\text{ alkynyl-S(O)}_m\text{-R}^d$,
- 14) $(\text{C}_1\text{-C}_6\text{-alkylene})_n\text{C}_3\text{-C}_8\text{ cycloalkyl-S(O)}_m\text{-R}^d$,

10 said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R^6 ;

R^4 is independently selected from:

- 1) $(\text{C=O})_a\text{O}_b\text{C}_1\text{-C}_{10}\text{ alkyl}$,
- 15 2) $(\text{C=O})_a\text{O}_b\text{aryl}$,
- 3) CO_2H ,
- 4) halo,
- 5) CN,
- 6) OH,
- 20 7) $\text{O}_b\text{C}_1\text{-C}_6\text{ perfluoroalkyl}$,
- 8) $\text{O}_a(\text{C=O})_b\text{NR}^8\text{R}^9$,
- 9) $\text{S(O)}_m\text{R}^a$,
- 10) $\text{S(O)}_2\text{NR}^8\text{R}^9$,

25 said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7 ;

R^5 is selected from:

- 1) hydrogen;
- 2) $(\text{C=O})_a\text{O}_b\text{C}_1\text{-C}_{10}\text{ alkyl}$,
- 3) $(\text{C=O})_a\text{O}_b\text{aryl}$,
- 30 4) CO_2H ,
- 5) halo,
- 6) CN,
- 7) OH,
- 8) $\text{O}_b\text{C}_1\text{-C}_6\text{ perfluoroalkyl}$,
- 35 9) $\text{O}_a(\text{C=O})_b\text{NR}^8\text{R}^9$,

- 10) $S(O)_m R^a$,
 11) $S(O)_2 NR^8 R^9$,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7 ;

5

R^6 is independently selected from:

- 1) $(C=O)_a O_b C_1-C_{10}$ alkyl,
 2) $(C=O)_a O_b$ aryl,
 3) C_2-C_{10} alkenyl,
 10 4) C_2-C_{10} alkynyl,
 5) $(C=O)_a O_b$ heterocyclyl,
 6) CO_2H ,
 7) halo,
 8) CN ,
 15 9) OH ,
 10) $O_b C_1-C_6$ perfluoroalkyl,
 11) $O_a (C=O)_b NR^8 R^9$,
 12) $S(O)_m R^a$,
 13) $S(O)_2 NR^8 R^9$,
 20 14) oxo,
 15) CHO ,
 16) $(N=O)R^8 R^9$, or
 17) $(C=O)_a O_b C_3-C_8$ cycloalkyl,

25 said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7 ;

R^7 is selected from:

- 1) $(C=O)_r O_s (C_1-C_{10})$ alkyl,
 2) $O_r (C_1-C_3)$ perfluoroalkyl,
 3) oxo,
 30 4) OH ,
 5) halo,
 6) CN ,
 7) (C_2-C_{10}) alkenyl,
 8) (C_2-C_{10}) alkynyl,
 35 9) $(C=O)_r O_s (C_3-C_6)$ cycloalkyl,

- 10) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-aryl}$,
- 11) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-heterocyclyl}$,
- 12) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-N(R}^b)_2$,
- 13) C(O)R^a ,
- 5 14) $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{R}^a$,
- 15) C(O)H ,
- 16) $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{H}$, and
- 17) $\text{C(O)N(R}^b)_2$,
- 18) $\text{S(O)}_m\text{R}^a$, and
- 10 19) $\text{S(O)}_2\text{N(R}^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH, $(\text{C}_1\text{-C}_6)\text{alkoxy}$, halogen, CO_2H , CN, $\text{O}(\text{C}=\text{O})\text{C}_1\text{-C}_6\text{ alkyl}$, oxo, NO_2 and $\text{N(R}^b)_2$;

15 R^8 and R^9 are independently selected from:

- 1) H,
- 2) $(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}\text{ alkyl}$,
- 3) $(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8\text{ cycloalkyl}$,
- 4) $(\text{C}=\text{O})\text{O}_b\text{aryl}$,
- 20 5) $(\text{C}=\text{O})\text{O}_b\text{heterocyclyl}$,
- 6) $\text{C}_1\text{-C}_{10}\text{ alkyl}$,
- 7) aryl,
- 8) $\text{C}_2\text{-C}_{10}\text{ alkenyl}$,
- 9) $\text{C}_2\text{-C}_{10}\text{ alkynyl}$,
- 25 10) heterocyclyl,
- 11) $\text{C}_3\text{-C}_8\text{ cycloalkyl}$,
- 12) SO_2R^a , and
- 13) $(\text{C}=\text{O})\text{NR}^b_2$,

30 said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7 , or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle
35 optionally substituted with one, two or three substituents selected from R^7 ;

R¹⁰ is selected from: F and -CH₂F;

R¹² is selected from: H and -CH₂F, provided that when t is 1, R¹² is H;

5

R^{ox} is absent or is oxo;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

10

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NReRe' or S(O)₂R^a, optionally substituted with one, two or three substituents selected from R⁷;

15

R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NReRe', S(O)₂R^a and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or

20

R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

25

R^d is selected from: H, (C₁-C₆)alkyl, -(C₂-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷;

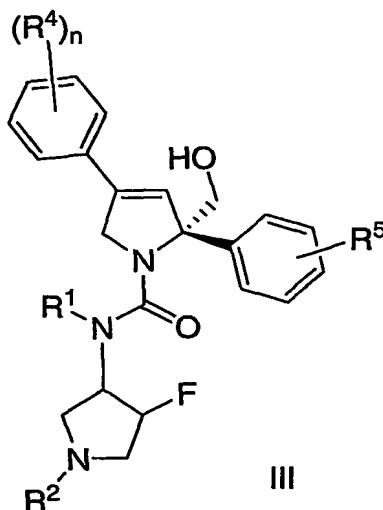
Re and Re' are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷; or

30

Re and Re' can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷.

35

3. The compound according to Claim 2 of Formula III:



or a pharmaceutically acceptable salt or stereoisomer thereof,

5 wherein:

- a is 0 or 1;
- b is 0 or 1;
- m is 0, 1, or 2;
- 10 n is 0, 1 or 2;
- r is 0 or 1;
- s is 0 or 1;

R¹ and R² are independently selected from: H, (C₁-C₆)alkyl, aryl and (C₃-C₆)cycloalkyl, optionally
 15 substituted with one, two or three substituents selected from R⁷;

R⁴ is independently selected from:

- 1) halo,
- 2) OH,
- 20 3) O_bC₁-C₆ perfluoroalkyl,

R⁵ is selected from:

- 1) hydrogen,
- 2) halo,

- 3) OH,
- 4) $O_bC_1-C_6$ perfluoroalkyl,

R^7 is selected from:

- 5 1) $(C=O)_rO_s(C_1-C_{10})$ alkyl,
- 2) $O_r(C_1-C_3)$ perfluoroalkyl,
- 3) oxo,
- 4) OH,
- 5) halo,
- 10 6) CN,
- 7) (C_2-C_{10}) alkenyl,
- 8) (C_2-C_{10}) alkynyl,
- 9) $(C=O)_rO_s(C_3-C_6)$ cycloalkyl,
- 10) $(C=O)_rO_s(C_0-C_6)$ alkylene-aryl,
- 15 11) $(C=O)_rO_s(C_0-C_6)$ alkylene-heterocyclyl,
- 12) $(C=O)_rO_s(C_0-C_6)$ alkylene- $N(R^b)_2$,
- 13) $C(O)R^a$,
- 14) (C_0-C_6) alkylene- CO_2R^a ,
- 15) $C(O)H$,
- 20 16) (C_0-C_6) alkylene- CO_2H , and
- 17) $C(O)N(R^b)_2$,
- 18) $S(O)_mR^a$, and
- 19) $S(O)_2N(R^b)_2$;

25 said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH, (C_1-C_6) alkoxy, halogen, CO_2H , CN, $O(C=O)C_1-C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

- 30 1) H,
- 2) $(C=O)O_bC_1-C_{10}$ alkyl,
- 3) $(C=O)O_bC_3-C_8$ cycloalkyl,
- 4) $(C=O)O_b$ aryl,
- 5) $(C=O)O_b$ heterocyclyl,
- 6) C_1-C_{10} alkyl,
- 35 7) aryl,

- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 5 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R⁷, or

- 10 R⁸ and R⁹ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

- 15 R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^eR^{e'} or S(O)₂R^a, optionally

- 20 substituted with one, two or three substituents selected from R⁷;

R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, -(C₁-C₆)alkyl-OH, -(C₁-C₆)alkyl-O-(C₁-C₆)alkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^eR^{e'}, S(O)₂R^a and -(C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or

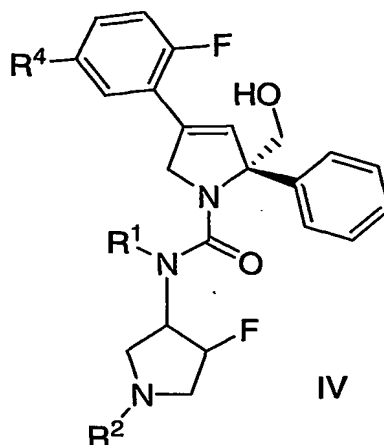
- 25 R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

- 30 R^e and R^{e'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷; or

- 35 R^e and R^{e'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen,

one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷.

4. The compound according to Claim 3 of the formula IV:



or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;

10 b is 0 or 1;

m is 0, 1, or 2;

r is 0 or 1;

s is 0 or 1;

15 R¹ and R² are independently selected from: H and (C₁-C₆)alkyl, optionally substituted with one, two or three substituents selected from R⁷;

R⁴ is independently selected from:

- 1) halo,
- 20 2) OH,
- 3) O_bC₁-C₆ perfluoroalkyl,

R⁷ is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl,
- 25 2) O_r(C₁-C₃)perfluoroalkyl,

- 3) oxo,
- 4) OH,
- 5) halo,
- 6) CN,
- 5 7) (C₂-C₁₀)alkenyl,
- 8) (C₂-C₁₀)alkynyl,
- 9) (C=O)_rO_s(C₃-C₆)cycloalkyl,
- 10) (C=O)_rO_s(C₀-C₆)alkylene-aryl,
- 11) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl,
- 10 12) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂,
- 13) C(O)R^a,
- 14) (C₀-C₆)alkylene-CO₂R^a,
- 15) C(O)H,
- 16) (C₀-C₆)alkylene-CO₂H, and
- 15 17) C(O)N(R^b)₂,
- 18) S(O)_mR^a, and
- 19) S(O)₂N(R^b)₂;

20 said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, NO₂ and N(R^b)₂;

R⁸ and R⁹ are independently selected from:

- 1) H,
- 25 2) (C=O)O_bC₁-C₁₀ alkyl,
- 3) (C=O)O_bC₃-C₈ cycloalkyl,
- 4) (C=O)O_baryl,
- 5) (C=O)O_bheterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 30 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 35 12) SO₂R^a, and

13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7 , or

- 5 R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7 ;
- 10 R^a is independently selected from: (C_1-C_6) alkyl, (C_3-C_6) cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7 ;

R^b is independently selected from: H, (C_1-C_6) alkyl, aryl, heterocyclyl, (C_3-C_6) cycloalkyl, $(C=O)OC_1-C_6$ alkyl, $(C=O)C_1-C_6$ alkyl, $(C=O)$ aryl, $(C=O)$ heterocyclyl, $(C=O)NR^eRe'$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^7 ;

15

R^c and R^c' are independently selected from: H, (C_1-C_6) alkyl, aryl, NH_2 , OH, OR^a , $-(C_1-C_6)$ alkyl-OH, $-(C_1-C_6)$ alkyl-O- (C_1-C_6) alkyl, $(C=O)OC_1-C_6$ alkyl, $(C=O)C_1-C_6$ alkyl, $(C=O)$ aryl, $(C=O)$ heterocyclyl, $(C=O)NR^eRe'$, $S(O)_2R^a$ and $-(C_1-C_6)$ alkyl- $N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7 ; or

20

R^c and R^c' can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7 ;

25

R^e and R^e' are independently selected from: H, (C_1-C_6) alkyl, aryl, heterocyclyl and (C_3-C_6) cycloalkyl, optionally substituted with one, two or three substituents selected from R^7 ; or

30 R^e and R^e' can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7 .

35 5. A compound selected from:

(2S)-4-(2,5-Difluorophenyl)-N-[(3R,4R)-4-fluoropyrrolidin-3-yl]-2-(hydroxymethyl)-N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

5 (2S)-4-(2,5-Difluorophenyl)-N-[(3S,4S)-4-fluoropyrrolidin-3-yl]-2-(hydroxymethyl)-N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3R,4R)-4-fluoro-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)-N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

10 (2S)-4-(2,5-Difluorophenyl)-N-[(3S,4S)-4-fluoro-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)-N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5S)-5-(fluoromethyl)-pyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

15 (2S)-4-(2,5-Difluorophenyl)-N-[(3S,5S)-5-(fluoromethyl)-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

20 (2S)-4-(2,5-Difluorophenyl)-N-[(3S,5R)-5-(fluoromethyl)-pyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5R)-5-(fluoromethyl)-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

25 or a pharmaceutically acceptable salt or stereoisomer thereof.

6. A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

30 7. A method of using the compound according to Claim 1 for the preparation of a medicament useful in treating or preventing cancer in a mammal in need of such treatment.

35 8. A method of using the compound according to Claim 1 for the preparation of a medicament useful in treating or preventing cancer in a mammal in need of such treatment, wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, glioblastomas and breast carcinoma.

9. A method of using the compound according to Claim 1 for the preparation of a medicament useful for modulating mitotic spindle formation in a mammal in need of such treatment.